

RECORDATION NO. 20143-E FILED  
SEP 26 '97 11-30AM

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 26, 1997

Mr Vernon A Williams  
Secretary  
Surface Transportation Board  
Washington, D.C 20423

Dear Mr Williams

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), are two (2) copies of a Memorandum of Security Agreement, dated as of September 29, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Lease Agreement and Assignment and Assumption Agreement previously filed with the Board under Recordation Number 20143

The names and addresses of the parties to the enclosed document are

Borrower      The CIT Group/Equipment Financing, Inc  
1211 Avenue of the Americas  
New York, New York 10036

Lender          Creditanstalt Equipment Leasing Inc  
2 Greenwich Plaza  
Greenwich, Connecticut 06830

A description of the railroad equipment covered by the enclosed document is

300 covered hopper railcars TEGX 100 through TEGX 399

*C. Country Parts - Kimberton*

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
SEP 26 11 26 AM '97

Mr Vernon A Williams  
September 26, 1997  
Page 2

Also enclosed is a check in the amount of \$24 00 payable to the order of the  
Surface Transportation Board covering the required recordation fee

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

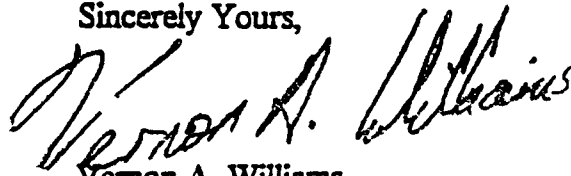
Karl T. Williams  
Chapman And Cutler  
111 West Monroe Street  
Chicago, Illinois 60603-4080

DATE: 9/26/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 9/26/97 at 11:30 and 11:35AM, and  
assigned recordation number(s). 20888. 20888-A, 20888-B, 20888-C, 20888-D, 20888-E  
and 20143-E.

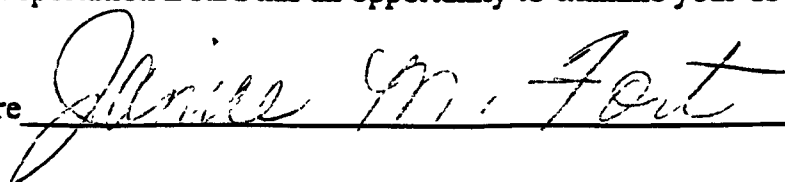
Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 163.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount paid.  
In the event of an error or any questions concerning this fee, you will receive a notification after  
the Surface Transportation Board has an opportunity to examine your document.

Signature



SEP 26 '97

11-30AM

EXECUTION VERSION

## MEMORANDUM OF SECURITY AGREEMENT

Memorandum of Security Agreement, made and entered into as of September 29, 1997 between Creditanstalt Equipment Leasing, Inc. (the "Lender") and The CIT Group/Equipment Financing, Inc. (the "Borrower").

## WITNESSETH:

The undersigned have entered into that certain Loan and Security Agreement dated as of August 29, 1997 (the "Security Agreement"), by which the Borrower granted to the Lender a security interest in (i) certain railcars bearing the road numbers as listed on Schedule A attached hereto and (ii) that certain Lease Agreement, dated as of March 13, 1996, by and between Greenbrier Leasing Corporation ("Greenbrier"), as lessor, and Gulf Coast Portland Cement Company dba Transenergy Grinding, Inc., as lessee ("Lessee"), together with Schedules dated as of March 13, 1996, April 30, 1996, May 14, 1996 and May 14, 1996 and amendments thereto, as assigned to the Borrower pursuant to that certain Assignment and Assumption Agreement, dated May 30, 1997, between Greenbrier and the Borrower, as acknowledged by the Lessee and Sunstar Cement Corporation in that certain Notice and Acknowledgment, dated May 30, 1997, among Lessee, Greenbrier, Sunstar Cement Corporation and the Borrower (and in any other leases or other agreements providing for the usage of such railcars from time to time), in order to secure the Borrower's performance of its obligations as described in the Security Agreement.

(Remainder of Page Intentionally Left Blank)

IN WITNESS WHEREOF, the parties hereto have each caused counterparts of this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

CORPORATE SEAL

CREDITANSTALT EQUIPMENT  
LEASING, INC.

BY *Lynn M. Sussina*  
Name: LYNN M. SUSSINA  
Title: VICE PRESIDENT

*M. Roy/Gosse*  
*M. Roy Gosse*  
*VICE PRESIDENT*

STATE OF Connecticut )  
COUNTY OF Fairfield ) SS.:

On this 22<sup>nd</sup> day of September, 1997, before me personally appeared Lynn M. Sussina/M. Roy, known to me to be the person who executed the foregoing instrument, who, being by me duly sworn did depose and say that he/she resides at 23 W. RIDGE RD. NEWFAIRFIELD CT / 311 BLANCH ROAD EASTON CT, that he/she is the VICE PRESIDENT of Creditanstalt Equipment Leasing, Inc. described in and which executed the foregoing Memorandum of Security Agreement; that he/she signed his/her name pursuant to authority granted to him/her by Creditanstalt Equipment Leasing, Inc., and that he/she further acknowledged that said instrument is the act and deed of Creditanstalt Equipment Leasing, Inc..

*Virginia A. LaVersa*  
Notary Public

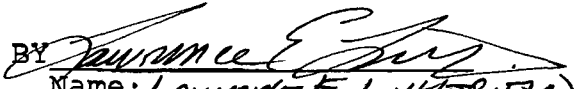
VIRGINIA A. LAVERSA  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JAN 31, 2001



IN WITNESS WHEREOF, the parties hereto have each caused counterparts of this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

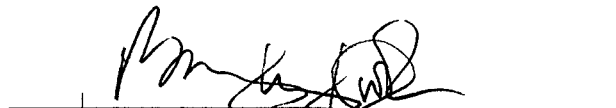
CORPORATE SEAL

THE CIT GROUP/EQUIPMENT  
FINANCING, INC.

BY   
Name: LAWRENCE E. LITTLEFIELD  
Title: Vice President

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) SS.:

On this 27<sup>th</sup> day of AUGUST, 1991, before me personally appeared LAWRENCE LITTLEFIELD, known to me to be the person who executed the foregoing instrument, who, being by me duly sworn did depose and say that he/she resides at 1211 AV. OF THE AMERICAS NY NY, that he/she is the VICE PRESIDENT of CIT Group/Equipment Financing, Inc. described in and which executed the foregoing Memorandum of Security Agreement; that he/she signed his/her name pursuant to authority granted to him/her by CIT Group/Equipment Financing, Inc., and that he/she further acknowledged that said instrument is the act and deed of CIT Group/Equipment Financing, Inc..

  
\_\_\_\_\_  
Notary Public

BONNY L. Y. KWON  
Notary Public, State of New York  
No 31-4865929  
Qualified in New York County  
Certificate Filed in New York County  
Commission Expires July 7, 1996

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SCHEDULE A

DESCRIPTION OF ITEMS OF EQUIPMENT

Three Hundred (300) Covered Hopper Cars manufactured by TrentonWorks Limited, Trenton, Nova Scotia. Lease Schedule designation and Commencement Date, car type, year built, car numbers as follows:

**Schedule 1 Units** - Commencement Date: June 1, 1996

One hundred fifty (150) 100-Ton, Plate E 5250 c.f.

<u>Railcar No.</u>	<u>Built</u>
TEGX 100 to 101 inclusive	April 1996
TEGX 102	May 1996
TEGX 103 to 120 inclusive	April 1996
TEGX 121	May 1996
TEGX 122 to 201 inclusive	April 1996
TEGX 202 to 249 inclusive	May 1996

**Schedule 2 Units** - Commencement Date: July 1, 1996

Fifty (50) 100-Ton, Plate E 5250 c.f.

<u>Railcar No.</u>	<u>Built</u>
TEGX 250 to 299 inclusive	June 1996

**Schedule 3 Units** - Commencement Date: July 1, 1996

Fifty (50) 100-Ton, Plate E 5250 c.f.

<u>Railcar No.</u>	<u>Built</u>
TEGX 300 to 349 inclusive	June 1996

**Schedule 4 Units** - Commencement Date: January 1, 1997

Fifty (50) 100-Ton, Plate E 5250 c.f.

<u>Railcar No.</u>	<u>Built</u>
TEGX 350 to 393 inclusive	November 1996
TEGX 394	December 1996
TEGX 395 to 398 inclusive	November 1996
TEGX 399	December 1996